1218824

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

APR 0.7 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY									
Prefix		Serial							
DATE RECEIVED									

PROCESSED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

THOMSON FINANCIAL

Filing Under (Check box(es) that apply):

Type of Filing: [] New Filing X Amendment

A. BASIC IDENTIFICATION DATA

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-		-
-	03019050	-

Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.)

IQ TRAVEL ENTERTAINMENT, INC

http://www.sec.gov/divisions/corpfin/forms/formd.htm

Address of Executive Offices (Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number

1829 5. Pueblo BWd., Suite 213 Pueblo, CO 81005 (719)542-3011

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

1335 Union Avenue Pueblo, CO 81003 (719) 542-3011

Brief Description of Business

VV **V**/4/2/200

Form D					Page 2 of 10		
Type of Business Organization							
[\(\frac{1}{N}\)] corporation	[] limited partnership, al	lready form	ied	[] other (ple	(please specify):		
[] business trust	[] limited partnership, to	be formed	!				
Actual or Estimated Date of Inco	orporation or Organization:	Month [<i>i</i>]()] [Year	[∕] Actual	[] Estimated		

CN for Canada; FN for other foreign jurisdiction) [][]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

 Each general a 	nd managing part	ner of partners	hip issuers.		
Check Box(es) that Apply:	[X] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	,)			
Business or Residence	e Address (Numb	er and Street,	City, State, Zip Code	e)	
4800 SW Mea	idows Rd	Suite 35	o Lake Osi	Veso. M	97035
Check Box(es) that Apply:	[XÍ Promoter []	V	[] Executive Officer	0 '	General and/or Managing Partner
Full Name (Last name	` <u> </u>)			**************************************
Business or Residence	e Address (Numb	er and Street,	City, State, Zip Cod	e)	
4800 SW /	NEADOWS	Rd Su	ite 350 La	ke Uswego	OR 97035
Check Box(es) that Apply:	K∕] Promoter []	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)			
DEPRICKS,	TRAVOR				
Business or Residence		er and Street,	City, State, Zip Cod	e)	
4800 SW N	readows &	Va. Crite	350 Lake	Osweso,	JR 97035
Check Box(es) that Apply:	[X Promoter [y	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)			
Business or Residence	i A A I	er and Street,	City, State, Zip Cod	e)	Ma Caroc
4800 SW	Meadows	Ka Ju	re 300 Lau	re usurgo	1R 4 7035
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)			
TAYLOR (AROL				
Business or Residence	ce Address (Numb	per and Street,	City, State, Zip Coo	$Q_{SU} = Q_{SU} = Q_{SU}$	N 97035
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director [General and/or

Each general a	and managing partner of partner	ship issuers.	
Check Box(es) that Apply:	[, Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
RUSNAK.	RAE DEL		
Business or Residence	e Address (Number and Street	, City, State, Zip Cod	de)
3910 Howa	wd Hughes Pkwy	Ruite 500	Las Vesay, NV 89109
Check Box(es) that Apply:	Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Dugan.	Remise-		
Business or Residence	ce Address (Number and Street	, City, State, Zip Coo	de) ,
3940 Hom	vard Hughes Pk	ury Guite 5	00 Las Vesos NV 89100
Check Box(es) that Apply:	([√] Promoter [√] Beneficial Owner	() () () [] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual) ANTHONY		
Business or Residence	ce Address (Number and Street	, City, State, Zip Co	de)
3960 Hou	and Hughes PK	my Suite	500 Las Vesas NV 8910
Check Box(es) that Apply:	Ø [✔] Promoter [✔] Beneficial Owner	() D [] Executive Officer	[] Director [] General and/or Managing Partner
Full-Name (Last name	e first, if individual)		
DUINONE	5 ROPERI		
Business or Residence 3940 How	ce Address (Number and Street	, City, State, Zip Co	de) NO Las Veson NV 89109
Check Box(es) that Apply:	Promoter (Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if individual)		
**RYANT	- HOBERT		
Business or Resident	ce Address (Number and Street	t, City, State, Zip Co	

[] Executive

[] Director [] General and/or

[] Promoter [] Beneficial

Check Box(es) that

• Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter Meneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)			
Business or Residenc	e Address (Number and Street,	1	e) 8003	
Check Box(es) that Apply:	[√] Promoter [√] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)			
	e Address (Number and Street	, City, State, Zip Cod	le) 81003	
Check Box(es) that Apply:	[Promoter [Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)			
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Full Name (Last name	e first, if individual)			
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Full Name (Last name	e first, if individual)	· · · · · · · · · · · · · · · · · · ·		
Business or Residence	ce Address (Number and Street	, City, State, Zip Coo	de)	
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director [] General and/or

Apply:	Owner	Officer	Managing Partner
Full Name (Last name first	t, if individual)		
Business or Residence Ac	dress (Number and Stree	et, City, State, Zip Code)	
Check Box(es) that [] Apply:	Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name first	t, if individual)		
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	B. INFORMA	TION ABOUT OFFERIN	G
1. Has the issuer sold, or offering?	does the issuer intend to Answer also in Appendix,		[] [X]
2. What is the minimum in	• • • • • • • • • • • • • • • • • • • •	· · · · · · · · · · · · · · · · · · ·	5 4 3 2 4
3. Does the offering perm	it joint ownership of a sin	gle unit?	Yes No
4. Enter the information redirectly or indirectly, any connection with sales of sperson or agent of a brok the name of the broker or persons of such a broker only.	commission or similar ren securities in the offering. I er or dealer registered wi dealer. If more than five	nuneration for solicitation f a person to be listed is th the SEC and/or with a (5) persons to be listed a	n of purchasers in an associated a state or states, list are associated
Full Name (Last name firs	t, if individual)	-	
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Business or Residence Ad	`		·
4800 SW Meac	lows Rd Ste	350 Lake 0s	wego, MR 97035
Name of Associated Brok	er or Dealer		
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Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	
Total (for filings under Rule 504 only)	
Answer also in Appendix, Column 4, if filing under ULOE.	

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering Rule 505
Regulation A
Rule 504 Total

Type of Security Dollar Amount Sold \$

Number

Investors

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$ <u> </u>
Printing and Engraving Costs	[]\$ <u> </u>
Legal Fees	[1]\$_250,000
Accounting Fees	M\$ 250,000
Engineering Fees	[v]\$ 500,000
Sales Commissions (specify finders' fees separately)	[]\$
Other Expenses (identify) General Administrative	[1]\$ 2,800,000
Total	[V]\$ <u>3,800,600</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

<u>\$ 200,000</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to

		Officers, Directors, &	Payments To
		Affiliates	Others
O-lade and form		বি	M
Salaries and fees		\$1,000,000	
Purchase of real estate		[] \$	[] \$ 10,000,000
Purchase, rental or leasing and installation of mach and equipment		[]	M \$_2,000,000
Construction or leasing of plant buildings and faciliti	es	[] \$	\$ 1,000,000
Acquisition of other businesses (including the value securities involved in this offering that may be used exchange for the assets or securities of another iss pursuant to a merger)	f in suer	[]	M \$2,000,000
Repayment of indebtedness		[] \$	M \$_1.600.000
Working capital		[]	[<i>J</i> \$ <u>\$0,000,000</u>
Other (specify):		[] \$	И \$_2,600,000
		[]	[] \$ Ø
Column Totals			M99,000,000
Total Payments Listed (column totals added)			1000,000
	,		
D. FEDERAL	. SIGNATURE		
The issuer has duly caused this notice to be signed by the filed under Rule 505, the following signature constitutes a Securities and Exchange Commission, upon written requany non-accredited investor pursuant to paragraph (b)(2)	an undertaking by the issurest of its staff, the inform	uer to furnish	to the U.S.
l .	Signature	Date	
INTRAVEL, ENTERTAINMENT, INC	he !!	14	119/20
Name of Signer (Print or Type)	Title of Signer (Print or Ty	rpe)	
FON MCLAIN	120		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE